

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

F. D. FARNAM INC

INTO

COLT INDUSTRIES OPERATING CORP

*** * ***

**COLT INDUSTRIES OPERATING CORP, a corporation organized
and existing under the laws of the State of Delaware**

DOES HEREBY CERTIFY

**FIRST: That this corporation was incorporated on the 28th day
of April, 1964, pursuant to the General Corporation Law of the State
of Delaware.**

**SECOND: That this corporation owns all of the outstanding shares
of the stock of F. D. FARNAM INC, a corporation incorporated on the
21st day of December 1978, pursuant to the General Corporation Law
of the State of Delaware.**

**THIRD: That this corporation, by the following resolutions of
its Board of Directors, duly adopted by the unanimous written consent
of its members, filed with the minutes of the board on the 26th day of
September 1979, determined to merge into itself said F. D. FARNAM INC:**

"RESOLVED that, the Corporation being the owner of all the issued and outstanding shares of F. D. Farnam Inc, a Delaware corporation (F. D. Farnam Inc, being hereinafter called the 'Subsidiary Company'), the Board of Directors of the Corporation deem it advisable and in the best interests of the Corporation to merge into itself the Subsidiary Company and to assume all of its obligations;

"RESOLVED that the form, terms and provisions of the aforesaid merger are as follows:

"(1) On the effective date of the merger there shall be merged into Colt Industries Operating Corp ('Colt'), F. D. Farnam Inc, a Delaware corporation, all of the issued and outstanding stock of which is owned by Colt (F. D. Farnam Inc, being herein called the 'Subsidiary Company'), together with all its properties (real, personal and mixed) of every kind, rights, privileges, powers and franchises, of a public as well as of a private nature, subject to all its restrictions, disabilities and duties. From and after the effective date of the merger all such properties (real, personal and mixed) of every kind, rights, privileges, powers and franchises, of a public as well as of a private nature, and all and every other interest and all debts due to the Subsidiary Company on whatever account shall be vested in Colt by virtue of the merger and without any other instrument, and shall thereupon be as effectually properties of Colt as they were formerly of the Subsidiary Company, and all rights of all creditors of, and all liens, mortgages or charges on property of, the Subsidiary Company shall be preserved unimpaired. The title to all real estate acquired by deed, gift, grant or otherwise vested in the Subsidiary Company shall not revert or be in any way impaired by reason of the merger or anything done by virtue thereof, but shall be vested in Colt by virtue of such merger;

"(2) On and after the effective date of the merger Colt shall assume liability for all contracts,

deeds of trust, indentures, debts, obligations of any kind, liabilities and duties incurred by the Subsidiary Company, and all such shall, on and after the effective date of the merger, attach to Colt and be enforceable against it and its properties to the same extent as if incurred or contracted by it;

"(3) The name of the company which is to survive the merger is Colt Industries Operating Corp. No change is to be made by the merger in its Certificate of Incorporation, By-law or capitalization. It will continue to exist, after the merger, as a corporation incorporated under the laws of the State of Delaware; and

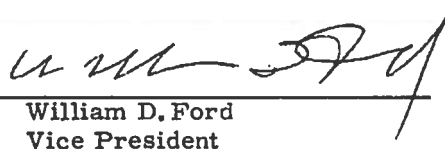
"(4) On the effective date of the merger the separate existence of F. D. Farnam Inc, shall cease and its capital stock shall be canceled;

"RESOLVED that the officers of the Corporation be, and they hereby are, authorized, empowered and directed to execute and cause to be filed with the proper authorities of the State of Delaware, in the name and on behalf of the Corporation, appropriate Certificates of Ownership and Merger; and that in connection therewith, the officers of the Corporation be, and they hereby are, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute, acknowledge, verify, deliver, file or cause to be published any applications, reports, consents to service of process, appointments of attorneys to receive service of process and other papers and instruments which may be required under the laws of such State, and to take any and all further action which such officers deem necessary or advisable in connection with such filings;

"RESOLVED that the officers of the Corporation be, and they hereby are, authorized and empowered to take all such further action and to execute and deliver all such further instruments and documents, in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to pay all such expenses, fees and taxes, as in their judgment shall be necessary, proper or advisable in order fully to carry out the intent and accomplish the purposes of the foregoing resolutions and each of them."

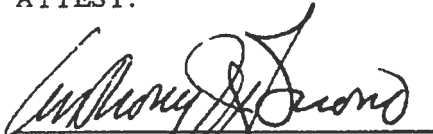
IN WITNESS WHEREOF, said COLT INDUSTRIES OPERATING CORP
has caused this certificate to be signed by William D. Ford, its Vice
President, and attested by Anthony J. diBuono, its Assistant Secretary,
this 26th day of September 1979.

COLT INDUSTRIES OPERATING CORP



William D. Ford
Vice President

ATTEST:



Anthony J. diBuono
Assistant Secretary